

# **Exhibit C**

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

<p>MIDDLESEX COUNTY RETIREMENT SYSTEM, on behalf of itself and all others similarly situated,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">vs.</p> <p>SEMTECH CORP., JOHN D. POE, JASON L. CARLSON, MOHAN R. MAHESWARAN, DAVID G. FRANZ, JR., and JOHN M. BAUMANN</p> <p>Defendants</p>	<p><b>CASE DESIGNATED FOR E- FILING</b></p> <p>Case No. 1:07-cv-7183 (DC) (THK)</p>
<p>LAWRENCE CHAYT, on behalf of himself and all others similarly situated, Plaintiff,</p> <p style="text-align: center;">vs.</p> <p>SEMTECH CORP., JOHN D. POE, JASON L. CARLSON, MOHAN R. MAHESWARAN, DAVID G. FRANZ, JR., and JOHN M. BAUMANN</p> <p>Defendants.</p>	<p><b>CASE DESIGNATED FOR E- FILING</b></p> <p>Case No. 1:07-cv-8641 (DC) (THK)</p>

**JOINT DECLARATION OF LABORERS' PENSION FUND AND HEALTH AND WELFARE DEPARTMENT OF THE CONSTRUCTION AND GENERAL LABORERS' DISTRICT COUNCIL OF CHICAGO AND VICINITY AND JACKSONVILLE POLICE & FIRE PENSION FUND IN SUPPORT OF THEIR JOINT MOTION APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF SELECTION OF LEAD COUNSEL**

Pursuant to 28 U.S.C. §1746, James S. Jorgensen, on behalf of Laborers' Pension Fund and Health and Welfare Department of the Construction and General Laborers' District Council of Chicago and Vicinity ("Chicago Laborers"), and John Keane, on behalf of Jacksonville Police & Fire Pension Fund (Jacksonville Police and Fire") (collectively, the "Declarants"), jointly declare as follows:

1. James S. Jorgensen is the Administrator of, and as the authority to speak on behalf of, Chicago Laborers' in this matter.
2. John Keane is the Executive Director-Administrator of, and has authority to speak on behalf of Jacksonville Police & Fire in this matter.
3. The Declarants have personal knowledge of all facts stated herein, and are competent to testify as to them.
4. The Declarants make this Joint Declaration in Support of the Joint Motion of the Laborers' Pension Fund and Health and Welfare Department of the Construction and General Laborers' District Council of Chicago and Vicinity and Jacksonville Police & Fire Pension Fund (collectively, "Movants") for Consolidation of Related Cases and for Appointment as Lead Plaintiffs and Approval of Selection of Lead Counsel (the "Motion").
5. Movants collectively suffered losses of approximately \$356,800.00 on our purchases of Semtech securities, and as such, we seek to be appointed lead plaintiffs so as to direct and guide this litigation in the best interests of Semtech shareholders.

6. Movants have communicated with each other directly and through our chosen counsel, Cohen, Milstein, Hausfeld & Toll, P.L.L.C. ("Cohen Milstein").

7. In light of Chicago Laborers' and Jacksonville Police & Fire's substantial financial interest in the litigation, as well as the resources available to them as institutional investors, Movants concluded that they were in a position to be appointed as lead plaintiff. This decision was made by the Movants and was not directed by our counsel.

8. Counsel facilitated a telephonic meeting between Mr. Jorgensen and the General Counsel of Jacksonville Police & Fire, wherein it was decided that it would be in the best interest of our respective shareholders and the proposed class to proceed jointly in seeking lead plaintiff status.

9. Movants have agreed to work together to ensure the maximum recovery on behalf of the putative class.

10. Movants further agreed on the selection of our counsel -- the law firm of Cohen Milstein -- and that we would seek to have Cohen Milstein approved as lead counsel for the class.

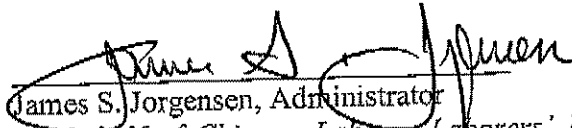
11. Movants have further agreed that we would commit the necessary resources to remain apprised of all important developments in the litigation, to participate in important decisions governing litigation strategy, to regularly communicate with our counsel and with each other on all matters relating to the litigation, and assist to the fullest extent in the prosecution of the claims on behalf of purchasers of Semtech securities. Among other things, Movants will receive from their counsel correspondence discussing the status of the litigation as often as necessary but at least on a quarterly basis. Movants also understand that our counsel are available at all times to discuss the litigation and to provide input on significant issues. Further,

Movants will review drafts of all important filings and significant court rulings and will otherwise take all steps necessary to remain apprised of the overall status of, and significant issues in, the case.

12. Movants are confident that we can work together in an effective and efficient manner to vigorously prosecute claims on behalf of class members who purchased Semtech securities.

We declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed this 12 day of October, 2007.

  
James S. Jorgensen, Administrator  
*On behalf of Chicago Laborer Laborers' Pension  
Fund and Health and Welfare Department of the  
Construction and General Laborers' District  
Council of Chicago and Vicinity*

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John Keane, Executive Director-Administrator  
*On behalf of Jacksonville Police & Fire Pension  
Fund*

Movants will review drafts of all important filings and significant court rulings and will otherwise take all steps necessary to remain apprised of the overall status of, and significant issues in, the case.

12. Movants are confident that we can work together in an effective and efficient manner to vigorously prosecute claims on behalf of class members who purchased Semtech securities.

We declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed this 18 day of October, 2007 .

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James S. Jorgensen, Administrator  
*On behalf of Chicago Laborer Laborers' Pension  
Fund and Health and Welfare Department of the  
Construction and General Laborers' District  
Council of Chicago and Vicinity*

A handwritten signature in black ink, appearing to read "John Keane". The signature is written in a cursive style with a large initial "J".

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John Keane, Executive Director-Administrator  
*On behalf of Jacksonville Police & Fire Pension  
Fund*